

QUALITY DISTRIBUTION INC  
Form DEFA14A  
May 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C.20549**

**SCHEDULE 14A**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**QUALITY DISTRIBUTION, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14(a)-6(i)(4) and 0-11.

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- 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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- 1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- 2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- 3) Filing Party:

4) Date Filed:

4041 Park Oaks Boulevard, Suite 200

Tampa, Florida 33610

May 25, 2012

**SUPPLEMENTAL INFORMATION REGARDING PROPOSAL 2: THE APPROVAL OF THE 2012 EQUITY**

**INCENTIVE PLAN FOR 2012 ANNUAL MEETING OF SHAREHOLDERS**

**To be Held on May 30, 2012**

In Proposal 2 in the Proxy Statement for the 2012 Annual Meeting of Shareholders, we are asking shareholders to approve our 2012 Equity Incentive Plan (the 2012 Plan), which would replace our current equity compensation plans, our 2003 Restricted Stock Incentive Plan and our 2003 Stock Option Plan, which expire in 2013.

The Compensation Committee of our Board of Directors has determined to control shareholder dilution from the granting of shares subject to equity awards under the 2012 Plan and all other equity incentive plans in effect from time to time. We commit that, upon approval of the 2012 Plan, we will maintain a rolling three-year average burn rate that does not exceed 2.50% for the number of shares subject to awards granted commencing with the three-year period ending 2012 and for each of the next two years. In calculating our compliance with this maximum burn rate commitment, we will generally define burn rate as the number of shares subject to equity awards issued in a year as a percentage of our weighted average shares outstanding. As previously disclosed in the Proxy Statement, our recent burn rate has been consistent with this commitment:

**Recent Burn Rate History**

Year	Number of Shares			Basic Weighted	
	Options	Restricted Shares	Total	Total Shares	Total Burn Rate
2010	245,000	68,621	313,621	20,381,667	1.54%
2011	232,500	93,189	325,689	23,087,729	1.41%
2012(1)	162,950	152,776	315,726	24,551,818	1.29%
				<b>Average</b>	<b>1.41%</b>

(1) Through March 31, 2012.

No additional equity grants have been made since March 31, 2012, the date through which information is presented for 2012 in the table above.

Your vote is very important.

**OUR BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF THE 2012 EQUITY INCENTIVE PLAN.**